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LAW OFFICES

ALVORD AND ALVORD

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WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
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(202) 393-2156

May 14, 1991

14470-B #15
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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original fully executed and acknowledged copies of a Supplemental Conditional Sale Agreement dated October 1, 1984, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement dated as of October 1, 1984 between ACF Industries, Incorporated and Mercantile-Safe Deposit and Trust Company, as Agent (Recordation Number 14470, recorded on November 13, 1984); Appointment and Assignment dated as of March 18, 1985 between Mercantile-Safe Deposit and Trust Company, Agent-Assignor, and Bankers Trust Company (Recordation Number 14470-A, recorded on May 1, 1985).

The names and addresses of the parties to the enclosed document are:

Agent: Bankers Trust Company
Four Albany Street
New York, New York 10015

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

A description of the railroad equipment substituted and added by the enclosed document is set forth in Exhibit "A" attached hereto and made a part hereof.

Charles T. Kappler

Mr. Sidney L. Strickland
May 14, 1991
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Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Supplemental Conditional Sale Agreement dated October 1, 1984 covering substitution and addition of 15 railcars bearing ACFX marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT "A"

Description of Substituted Equipment

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED ACFX & NUMBERED</u>	<u>COST</u>
10	T104	73021 - 73030	\$ 466,000
1	C214	64500	26,474
1	C614	56292	17,533
1	"	56294	17,534
1	"	56296	17,533
1	"	56297	<u>17,533</u>
		TOTAL	\$ 562,607

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INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
CONDITIONAL SALE AGREEMENT

SUPPLEMENTAL CONDITIONAL SALE AGREEMENT

Dated October 1, 1984

BETWEEN

BANKER'S TRUST COMPANY, AGENT

AND

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL CONDITIONAL SALE AGREEMENT dated October 1, 1984, between **BANKER'S TRUST, COMPANY**, a corporation duly organized and existing under the laws of the State of Maryland, as Agent (hereinafter called the "Agent"), and **ACF INDUSTRIES, INCORPORATED**, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Company"):

WHEREAS, by a certain Conditional Sale Agreement dated October 1, 1984, (hereinafter called the "Agreement"), between the Agent and the Company, there was constituted a Conditional Sale Agreement, pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Agent, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 7.03 of the Agreement, the Agent has assigned and transferred to the Company certain units of the agreement specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Agent equipment (as defined in the Agreement) described in said Request and in Exhibit "A" hereto (hereinafter called the "Substitute Equipment"), and has delivered to the Agent an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Agent and in like manner as provided in Section 7.03 of the Agreement. An Opinion of Counsel satisfactory to the Agent with respect to the substituted equipment will be provided upon filing the supplement with the Interstate Commerce Commission, and

WHEREAS, Section 7.03 of the Agreement contemplates that upon such transfer and vesting of title the Agent and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

**NOW, THIS SUPPLEMENTAL CONDITIONAL SALE AGREEMENT
WITNESSETH:**

The Agent, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the equipment described in Exhibit "A" hereto, subject to all the terms and conditions of the Agreement, including an assignment to the Agent of the Leases and Lease Proceeds in respect of such Equipment in like manner as provided in Section 5.02; and such equipment shall be deemed part of the Trust Equipment subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

This Supplemental Conditional Sale Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers hereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKER'S TRUST COMPANY, Agent

By Carl H. Hamb
VICE PRESIDENT

(Corporate Seal)

Attest

John J. Muzz

ACF INDUSTRIES, INCORPORATED

By Himesh Chon
Assistant Treasurer

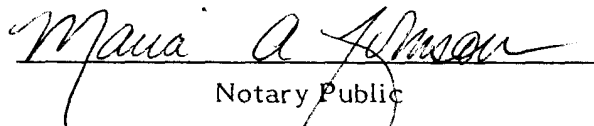
(Corporate Seal)

Attest

Janet A. Kruppen
Assistant Secretary

STATE OF New York)
) ss:
COUNTY OF New York)

On this 7th day of MAY, 1991, before me personally appeared
CARL H. NASIB, to me personally known, who, being by me duly sworn,
says that he is VICE PRESIDENT of BANKER'S TRUST COMPANY, that one
of the seals affixed to the foregoing instrument is the corporate seal of said bank,
that said instrument was signed and sealed on behalf of said bank by authority of
its Board of Directors and he acknowledges that the execution of the foregoing
instrument was the free act and deed of said bank.

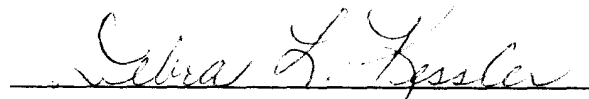

Notary Public

My commission expires:

MARIA A. JOHNSON
~~NOTARY PUBLIC, State of New York~~
No. 4851727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1992

STATE OF MISSOURI)
) ss:
COUNTY OF ST. LOUIS)

On this 30th day of April 1991, before me personally appeared Umesh Choksi, to
me personally known, who, being by me duly sworn, says that he is the Assistant
Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to
the foregoing instrument is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation by authority of its
Board of Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

DEBRA L. KESSLER
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES JAN. 27, 1995

EXHIBIT "A"

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